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INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING: DOCKET NO. VGOB 06/08/15-1703

ELECTIONS, UNIT: V-536778

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:

TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT (S) _
B WHICH IS/ARE ATTACHED TO AND A PART
OF THIS ORDER.

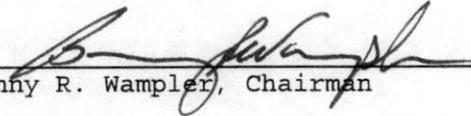
REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on August 15, 2006, and recorded in Book 435, Page 167 at the Office of the Clerk of Circuit Court, Dickenson County, Virginia on February 27, 2007, (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Equitable Production Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated March 9, 2007, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;

- (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated July 9, 2007, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
 - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, Wachovia Bank, N. A., VA7515, P.O. Box 14061, Roanoke, VA 24038, (888) 396-0853, Attn: Judy Barger, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, Wachovia Bank, N. A., VA7515, P.O. Box 14061, Roanoke, VA 24038, (888) 396-0853, Attn: Judy Barger, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
 4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed to each person whose interest or claim is subject to escrow and whose address is known.
 5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
 6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 18th day of October, 2007 by a majority of the Virginia Gas and Oil Board.

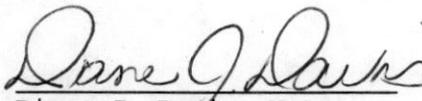

Benny R. Wampler, Chairman

DONE AND EXECUTED this 18th day of October, 2007 by a majority of the Virginia Gas and Oil Board.


B. R. Wilson
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA
COUNTY OF WASHINGTON

Acknowledged on this 18th day of October, 2007, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, and appeared B. R. Wilson, being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board that they executed the same and were authorized to do so.


Diane J. Davis, Notary
174394

My commission expires: September 30, 2009

VIRGINIA:***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of Equitable Production Company, for Forced Pooling of Interests in Unit Number V-536778 VGOB Docket No. VGOB-06/08/15-1703 in the Kenady Magisterial District of Dickenson County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on August 15, 2006, by the Virginia Gas and Oil Board regarding the captioned Conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on February 27, 2007.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

TRACT

9

NAME

Harold Gene Wallen
6725 Yorkshire Pl
Avon, IN 46123

ELECTION

Cash Consideration

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, as unknown ownership to the gas estate:

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>NET REVENUE INTEREST</u>
9	Andrew Jackson Wallen Heirs:		
	Jackie Wallen and Gayle Wallen, H/W Unknown	Unleased	0.00002187
	Rita Wallen Unknown		0.00002187
	Sandra Wallen Unknown		0.00002187
	Newton Wallen Heirs:		
	Mackie Ann Wallen Unknown		0.00003646
	Dan Olen Wallen Unknown		0.00003646
	Additional Child Unknown		0.00003646
	Tessie W. Bates Heirs Unknown		0.00010938
	Palmer Glenn Baker Heirs:		
	Pennelope Baker Unknown		0.00000684
	George Reedy and Vesta Heirs:		
	5 Additional Children Unknown		0.0000875

Daisey Wallen Heirs:

Harry Seveny
Unknown

0.00010938

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.

TRACT

9

LESSOR

Karen Wallen Pennington and
Ernest Pennington, W/H
640 Garden Lane
Bristol, VA 24201-1515

Andy James Baker and
Sue Baker, H/W
P.O. Box 1103
Clintwood, VA 24228

Betty Baker, widow
Route 1, Box 212B
Reedy Creek Road
Clintwood, VA 24228

Steven Baker and
Shelly Baker, H/W
4305 DC Caney Ridge Road
Clintwood, VA 24228

Janet Sue Baker Mullins and
Jimmy Mullins, W/H
554 Walnut Street
Clintwood, VA 24228

Paul Wallen and
Brenda Wallen, H/W
P.O. Box 264 Old Flatwoods Rd.
Coeburn, VA 24230

Freddie Wallen
P.O. Box 264
Coeburn, VA 24230

Shirley Wallen Spinella and
Ross Spinella, W/H
2922 Dungannon Road
Coeburn, VA 24230

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

<u>TRACT</u>	<u>LESSOR</u>	<u>CASH CONSIDERATION</u>
6	Arcus Blaine Redden 900 West Main Street Clintwood, VA 24228	3.4700 X \$5.00 = \$17.35
9	J. L. Wallen Heirs	
	Joyce Wallen, widow Rt 1, Box 278 Clintwood, VA 24228	0.0246 X \$5.00 = \$0.12
	Buddy H. Wallen 1085 Rotherwood Dr. Kingsport, TN 37660	0.1229 X \$5.00 = \$0.61
	R.L. Wallen 1024 Wellington Blvd Kingsport, TN 37660	0.1229 X \$5.00 = \$0.61
	Linda W. Wood and John Wood, W/H Unknown	0.0246 X \$5.00 = \$0.12
	Andrew Jackson Wallen Heirs:	
	Jackie Wallen and Gayle Wallen, H/W Unknown	0.0197 X \$5.00 = \$0.10
	Rita Wallen Unknown	0.0197 X \$5.00 = \$0.10
	Sandra Wallen Unknown	0.0197 X \$5.00 = \$0.10
	Ricky Wallen 104 Pineville Drive Beckley, WV 25801-9357	0.0197 X \$5.00 = \$0.10
	Newton Wallen Heirs:	
	Mackie Ann Wallen Unknown	0.0328 X \$5.00 = \$0.16
	Dan Olen Wallen Unknown	0.0328 X \$5.00 = \$0.16

<u>TRACT</u>	<u>LESSOR</u>	<u>CASH CONSIDERATION</u>
9	Additional Child Unknown	0.0328 X \$5.00 = \$0.16
	Tessie W. Bates Heirs Unknown	0.0983 X \$5.00 = \$0.49
	Lillian W. Ratliff, widow 80 Mount Vernon Drive Bristol, VA	0.0983 X \$5.00 = \$0.49
	Palmer Glenn Baker Heirs:	
	Pennelope Baker Unknown	0.0061 X \$5.00 = \$0.03
	George Reedy and Vesta Heirs:	
	Avon Reedy and Jean Reedy, H/W 18251 Clay Hill Stevensburg, VA 27741	0.0197 X \$5.00 = \$0.10
	5 Additional Children Unknown	0.0787 X \$5.00 = \$0.39
	Daisey Wallen Heirs:	
	Henrieta Wallen Lafferty and Bill Lafferty, W/H 700 Guld Blvd Indian Rocks Beach, FL. 33785-2644	0.0164 X \$5.00 = \$0.08
	Judy Wallen Stewart and Malcom Stewart, W/H 17256 Four Seasons Dr. Dumfries, VA 22025-1847	0.0164 X \$5.00 = \$0.08
	Loretta Wallen Switzer and John Switzer, W/H 1012 Center Lake Burrell Dr. Lutz, FL 33549-3501	0.0164 X \$5.00 = \$0.08
	Harry Seveny Unknown	0.0983 X \$5.00 = \$0.49

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 16th day of July 2007.

[Signature]
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Production Company, a corporation, on behalf of the corporation, this 16th day of July 2007.

My commission expires: 11-12-08

[Signature]
Notary



EXHIBIT "B"
V-536778
 REVISED 08/10/06

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
<u>GAS ESTATE ONLY</u>					
1 TAX ID 7334	Johnny Ray Mullins P.O. Box 1193 Clintwood, VA 24228	Leased-EPC 906496	22.85000000%	25.7500	0.02856250
	Equitable Production				0.19993750
Tract 1 Totals			0.22850000	25.7500	0.22850000
2 TAX ID 10810	Welford Dotson 2931 Rockhouse Road Coeburn, VA 24230	Leased-EPC 906497	32.75000000%	36.9100	0.04093750
	Equitable Production				0.28656250
Tract 2 Totals			0.32750000	36.9100	0.32750000
3 TAX ID 13395	<u>M.N. & Edna Wallen Heirs:</u> Milan Habern Wallen 476 Catawba Lane Blountville, TN 37617-4913	Leased-EPC 906499.01	0.44500000%	0.5000	0.00055625
	Ida Wallen Kirby a.k.a Ida Louise Wallen Wright P.O. Box 572 Clintwood, VA 24228-0572	Leased-EPC 906499.02	0.44500000%	0.5000	0.00055625
	Equitable Production				0.00778750
Tract 3 Totals			0.00890000	1.0000	0.00890000
4 TAX ID 10810	Welford Dotson 2931 Rockhouse Road Coeburn, VA 24230	Leased-EPC 906498	14.85000000%	16.7300	0.01856250
	Equitable Production				0.12993750
Tract 4 Totals			0.14850000	16.7300	0.14850000
5 TAX ID 12109	Steinman Development Company 8 West King Street P.O. Box 128 Lancaster, PA 17608 ATTN: Mary E. Knopp	Leased-EPC 241493L	7.68000000%	8.6600	0.00960000
	Equitable Production				0.06720000
Tract 5 Totals			0.07680000	8.6600	0.07680000

6	Arcus Blaine Redden TAX ID 182867; 900 West Main Street Clintwood, VA 24228	Unleased	3.08000000%	3.4700	0.00385000
	Equitable Production				0.02695000
Tract 6 Totals			0.03080000	3.4700	0.03080000
7	Pine Mountain Oil & Gas, Inc. TAX ID 20198 Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased-EPC 241490L/T-665	13.62000000%	15.3500	0.01702500
	Equitable Production				0.11917500
Tract 7 Totals			0.13620000	15.3500	0.13620000
8	Walker Halsapple and TAX ID 12047 Barbara Halsapple, H/W 5490 Coeburn Road Coeburn, VA 24230	Leased-EPC 906500	3.23000000%	3.6400	0.00403750
	Equitable Production				0.02826250
Tract 8 Totals			0.03230000	3.6400	0.03230000
9	J. L. Wallen Heirs TAX ID 13389				
	Joyce Wallen, widow Rt 1, Box 278 Clintwood, VA 24228	Unleased	0.02187500%	0.0246	0.00002734
	Buddy H. Wallen 1085 Rotherwood Dr. Kingsport, TN 37660	Unleased	0.10937500%	0.1229	0.00013672
	R.L. Wallen 1024 Wellington Blvd Kingsport, TN 37660	Unleased	0.10937500%	0.1229	0.00013672
	Linda W. Wood and John Wood, W/H Unknown	Unleased	0.02187500%	0.0246	0.00002734
	Andrew Jackson Wallen Heirs:				
	Jackie Wallen and Gayle Wallen, H/W Unknown	Unleased	0.01750000%	0.0197	0.00002187
	Rita Wallen Unknown	Unleased	0.01750000%	0.0197	0.00002187
	Harold Gene Wallen 6725 Yorkshire Pl Avon, IN 46123	Unleased Cash Consideration	0.01750000%	0.0197	0.00002187
	Sandra Wallen Unknown	Unleased	0.01750000%	0.0197	0.00002187
	Ricky Wallen 104 Pineville Drive Beckley, WV 25801-9357	Unleased	0.01750000%	0.0197	0.00002187